

## **AMENDMENTS TO THE CLAIMS**

This listing of claims will replace all prior versions, and listings, of claims in the application. Listing of Claims:

- 1. 22. (Canceled)
- 23. (Previously presented). A compound of the following formula I, or a pharmaceutically

acceptable salt thereof[,]:

(I)

wherein:

 $R^1$  and  $R^2$  are each independently selected from the group consisting of H, F, Cl, Br, I, NO<sub>2</sub>, CF<sub>3</sub>, CN, OCF<sub>3</sub>, OH, C<sub>1</sub>-C<sub>4</sub>alkoxy-, C<sub>1</sub>-C<sub>4</sub>alkylcarbonyl-, C<sub>1</sub>-C<sub>6</sub> alkyl, hydroxy C<sub>1</sub>-C<sub>4</sub> alkyl-, C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>6</sub> alkynyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl(C<sub>0</sub>-C<sub>4</sub>alkyl)-, H<sub>2</sub>N(C<sub>0</sub>-C<sub>4</sub>)alkyl-, R<sup>6</sup>HN(C<sub>0</sub>-C<sub>4</sub>)alkyl-, R<sup>6</sup>R<sup>7</sup>N(C<sub>0</sub>-C<sub>4</sub>)alkyl-, R<sup>7</sup>S(O<sub>1</sub>) (C<sub>0</sub>-C<sub>4</sub>)alkyl-, R<sup>7</sup>SO<sub>2</sub>(C<sub>0</sub>-C<sub>4</sub>)alkyl-, R<sup>6</sup>NSO<sub>2</sub>(C<sub>0</sub>-C<sub>4</sub>)alkyl-, HSO<sub>3</sub>, HO<sub>2</sub>C(C<sub>0</sub>-C<sub>4</sub>)alkyl-, R<sup>6</sup>O<sub>2</sub>C(C<sub>0</sub>-C<sub>4</sub>)alkyl-, and R<sup>6</sup>R<sup>7</sup>NCO(C<sub>0</sub>-C<sub>4</sub>)alkyl-,

or  $R^1$  and  $R^2$ , when on adjacent carbon atoms, and when taken together are methylenedioxy or ethylenedioxy;

 $R^5$  is independently selected from H, F, Cl, Br, I, NO<sub>2</sub>, CN, CF<sub>3</sub>, OCF<sub>3</sub>, OH, C<sub>1</sub>-C<sub>4</sub>alkoxy-, hydroxyC<sub>1</sub>-C<sub>4</sub> alkyl-, C<sub>1</sub>-C<sub>4</sub> alkylcarbonyl-, CO<sub>2</sub>H, CO<sub>2</sub>R<sup>6</sup>, CONR<sup>6</sup>R<sup>7</sup>, NHR<sup>6</sup>, and NR<sup>6</sup>R<sup>7</sup>;

 $R^6$  is selected from H,  $C_1$ - $C_8$  alkyl,  $C_3$ - $C_6$  alkenyl,  $C_3$ - $C_6$  alkynyl,  $C_3$ - $C_{10}$  cycloalkyl( $C_0$ - $C_4$  alkyl)-, aryl( $C_0$ - $C_4$  alkyl)-, and heterocyclic ( $C_0$ - $C_4$  alkyl)-,

wherein said aryl or heterocyclic groups are substituted with 0-2 substituents independently selected from C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, hydroxy C<sub>0</sub>-C<sub>4</sub> alkyl, oxo, F, Cl, Br, CF<sub>3</sub>, NO<sub>2</sub>, CN, OCF<sub>3</sub>, NH<sub>2</sub>, NHR<sup>7</sup>, NR<sup>7</sup>R<sup>8</sup>, SR<sup>7</sup>, S(O)R<sup>7</sup>, SO<sub>2</sub>R<sup>7</sup>, SO<sub>2</sub>NR<sup>7</sup>R<sup>8</sup>, CO<sub>2</sub>H, CO<sub>2</sub>R<sup>7</sup>, and CONR<sup>7</sup>R<sup>8</sup>;

 $R^7$  and  $R^8$  are each independently selected from H,  $C_1$ - $C_8$  alkyl,  $C_3$ - $C_6$  alkenyl,  $C_3$ - $C_6$  alkynyl,  $C_3$ - $C_{10}$  cycloalkyl( $C_0$ - $C_4$  alkyl)-,  $C_1$ - $C_6$  alkylcarbonyl,  $C_3$ - $C_7$  cycloalkyl( $C_0$ - $C_5$  alkoxy)carbonyl, arylc $C_1$ - $C_5$  alkoxy)carbonyl, arylsulfonyl, aryl( $C_0$ - $C_4$  alkyl)-, heterocyclic( $C_1$ - $C_5$  alkoxy)carbonyl, heterocyclic sulfonyl and heterocyclic ( $C_0$ - $C_4$  alkyl)-, wherein said aryl or heterocyclic groups are substituted with 0-2 substituents independently selected from the group consisting of  $C_1$ - $C_4$  alkyl,  $C_1$ - $C_4$  alkoxy, F, Cl, Br, CF<sub>3</sub>, CN, and NO<sub>2</sub>;

or  $R^6$  and  $R^7$ , or  $R^6$  and  $R^8$ , or  $R^7$  and  $R^8$ , when both substituents are on the same nitrogen atom, do or do not form, with the nitrogen atom to which they are attached, a heterocycle selected from 1-aziridinyl, 1-azetidinyl, 1-piperidinyl, 1-morpholinyl, 1-pyrrolidinyl, thiamorpholinyl, thiazolidinyl, and 1-piperazinyl, said heterocycle is unsubstituted or substituted with 0-3 groups selected from oxo,  $C_1$ - $C_6$  alkyl,  $C_3$ - $C_7$  cycloalkyl( $C_0$ - $C_4$  alkyl)-,  $C_1$ - $C_6$  alkylcarbonyl,  $C_3$ - $C_7$  cycloalkyl( $C_0$ - $C_5$  alkyl)carbonyl,  $C_1$ - $C_6$  alkoxycarbonyl,  $C_3$ - $C_7$  cycloalkyl( $C_0$ - $C_5$  alkyl), heterocyclic( $C_0$ - $C_5$  alkyl), aryl( $C_1$ - $C_5$  alkoxy)carbonyl, heterocyclic( $C_1$ - $C_5$  alkoxy)carbonyl,  $C_1$ - $C_6$  alkylsulfonyl, arylsulfonyl, and heterocyclicsulfonyl,

wherein said aryl or heterocyclic groups are substituted with 0-2 substituents independently selected from C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, F, Cl, Br, CF<sub>3</sub>, CN, and NO<sub>2</sub>;

K is selected from -C(=O)- and  $-CHR^9$ -;

L is selected from -C(=O), -CHR<sup>9</sup>-, -CR<sup>10</sup>R<sup>11</sup>-, -CR<sup>10</sup>R<sup>11</sup>-(C=O), -HR<sup>15</sup>C-CHR<sup>16</sup>-, and -R<sup>15</sup>C=CR<sup>16</sup>;

 $R^9$  is selected from H,  $C_1$ - $C_8$  alkyl,  $C_3$ - $C_6$  alkenyl,  $C_3$ - $C_{10}$  cycloalkyl( $C_0$ - $C_4$  alkyl)-, aryl( $C_0$ - $C_4$  alkyl)-, and heterocyclic( $C_0$ - $C_4$  alkyl)-,

wherein said aryl or heterocyclic groups are substituted with 0-2 substituents independently selected from C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, F, Cl, Br, CF<sub>3</sub>, and NO<sub>2</sub>;

 $R^{10}$  is selected from H, F, Cl, Br,  $C_1$ - $C_6$  alkoxy,  $C_1$ - $C_8$  alkyl,  $C_3$ - $C_6$  alkenyl,  $C_3$ - $C_{10}$  cycloalkyl( $C_0$ - $C_4$  alkyl)-, aryl( $C_0$ - $C_4$  alkyl)-, and heterocyclic( $C_0$ - $C_4$  alkyl)-, wherein said aryl or heterocyclic groups are substituted with 0-2 substituents independently selected from  $C_1$ - $C_4$  alkyl,  $C_1$ - $C_4$  alkoxy, F, Cl, Br, CF<sub>3</sub>, CN, and NO<sub>2</sub>;

 $R^{11}$  is selected from H, F, Cl, Br, OMe,  $C_1$ - $C_8$  alkyl,  $C_3$ - $C_6$  alkenyl,  $C_3$ - $C_{10}$  cycloalkyl( $C_0$ - $C_4$  alkyl)-, aryl( $C_0$ - $C_4$  alkyl)-, and heterocyclic( $C_0$ - $C_4$  alkyl)-, wherein said aryl or heterocyclic groups are substituted with 0-2 substituents independently selected from  $C_1$ - $C_4$  alkyl,  $C_1$ - $C_4$  alkoxy, F, Cl, Br, CF<sub>3</sub>, CN, and NO<sub>2</sub>;

or  $R^{10}$  and  $R^{11}$ , when on the same carbon atom, do or do not form, with the carbon atoms to which they are attached, a 3-7 membered carbocyclic or 3-7 membered heterocyclic non-aromatic ring system, said carbocyclic or heterocyclic ring is unsubstituted or substituted with 0-2 substituents independently selected from  $C_1$ - $C_4$  alkyl,  $C_1$ - $C_4$  alkoxy, hydroxy  $C_0$ - $C_4$  alkyl, oxo, F, Cl, Br, CF<sub>3</sub>, and NO<sub>2</sub>;

 $R^{12}$  is selected from H,  $C_3$ - $C_6$  alkenyl,  $C_3$ - $C_{10}$  cycloalkyl( $C_0$ - $C_4$  alkyl)-, monocyclic or bicyclic 5-10 membered heterocyclic( $C_0$ - $C_4$  alkyl)-, and  $-CZ^1Z^2Z^3$ , provided  $-CZ^1Z^2Z^3$  is not  $C_1$ - $C_8$  alkyl,

wherein said aryl or heterocyclic groups are substituted with 0-3 substituents independently selected from R<sup>14</sup>;

 $Z^1$  is selected from  $C_1$ - $C_8$  alkyl,  $C_2$ - $C_6$  alkenyl,  $C_2$ - $C_6$  alkynyl,  $C_1$ - $C_6$  hydroxyalkyl,  $C_1$ - $C_4$  alkyl, aryl( $C_0$ - $C_4$  alkyl)-, and 4-10 membered heterocyclic ( $C_0$ - $C_4$  alkyl)-,

wherein said aryl or heterocyclic groups are substituted with 0-3 substituents independently selected from R<sup>14</sup>;

 $Z^2$  is selected from  $C_1$ - $C_8$  alkyl,  $C_2$ - $C_6$  alkenyl,  $C_2$ - $C_6$  alkynyl,  $C_1$ - $C_6$  hydroxyalkyl,  $C_1$ - $C_4$  alkoxy  $C_1$ - $C_4$  alkyl,  $C_1$ - $C_6$  NR<sup>17</sup>R<sup>18</sup>, aryl( $C_0$ - $C_4$  alkyl)-, and 4-10 membered heterocyclic ( $C_0$ - $C_4$  alkyl)-,

wherein said aryl or heterocyclic groups are substituted with 0-3 substituents independently selected from R<sup>14</sup>;

 $Z^3$  is selected from  $C_1$ - $C_8$  alkyl,  $R^{14}(C_2$ - $C_4$  alkyl)-,  $C_2$ - $C_6$  alkenyl,  $C_2$ - $C_6$  alkynyl,  $C_1$ - $C_6$  hydroxyalkyl,  $C_1$ - $C_4$  alkoxy  $C_1$ - $C_4$  alkyl, aryl( $C_0$ - $C_4$  alkyl)-, 4-10 membered heterocyclic ( $C_0$ - $C_4$  alkyl)-,  $R^{17}O$ = $C(C_0$ - $C_4$  alkyl)-,  $R^{17}O$ = $C(C_0$ - $C_4$  alkyl)-, and  $R^{17}R^{18}$  NO= $C(C_0$ - $C_4$  alkyl)-,

wherein said aryl or heterocyclic groups are substituted with 0-3 substituents independently selected from  $R^{14}$ ;

or  $Z^1$  and  $Z^2$ , when on the same carbon atom, may form, with the carbon atoms to which they are attached, a 3-7 membered carbocyclic or 3-7 membered heterocyclic non-aromatic ring system, said carbocyclic or heterocyclic ring may be substituted with 0-2 substituents independently selected from  $R^{14}[.]$ :

 $R^{13}$  is selected from H,  $C_1$ - $C_8$  alkyl,  $C_3$ - $C_6$  alkenyl,  $C_3$ - $C_{10}$  cycloalkyl( $C_0$ - $C_4$  alkyl)-,  $C_1$ - $C_6$  alkylcarbonyl,  $C_1$ - $C_6$  alkylsulfonyl,  $C_3$ - $C_7$  cycloalkyl( $C_0$ - $C_5$  alkyl)carbonyl,  $C_1$ - $C_6$  alkoxycarbonyl,  $C_3$ - $C_7$  cycloalkyl( $C_0$ - $C_5$  alkoxy)carbonyl, aryl( $C_0$ - $C_4$  alkyl)-, aryl( $C_1$ - $C_5$  alkoxy)carbonyl, arylsulfonyl, heterocyclic( $C_0$ - $C_4$  alkyl), heterocyclic( $C_1$ - $C_5$  alkoxy)carbonyl, and heterocyclicsulfonyl,

wherein said aryl or heterocyclic groups are substituted with 0-2 substituents independently selected from C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, F, Cl, Br, CF<sub>3</sub>, CN, and NO<sub>2</sub>;

 $R^{14} \text{ is selected from H, C}_{1}\text{-C}_{10} \text{ alkyl, NO}_{2}, \text{CF}_{3}, \text{CN, F, Cl, Br, C}_{1}\text{-C}_{10} \text{ alkylcarbonyl,} \\ \text{haloalkyl, haloalkoxy, OH, NR}^{6}R^{7}(C_{0}\text{-C}_{4} \text{ alkyl})\text{-, R}^{6} \text{ C(=O)O(C}_{0}\text{-C}_{4} \text{ alkyl})\text{-, R}^{6}\text{OC(=O)O (C}_{0}\text{-C}_{4} \text{ alkyl})\text{-, R}^{6}\text{OC(=O)O (C}_{0}\text{-C}_{4} \text{ alkyl})\text{-, R}^{6}\text{NC(=O) (C}_{0}\text{-C}_{4} \text{ alkyl})\text{-, R}^{6}\text{NC(=O) (C}_{0}\text{-C}_{4} \text{ alkyl})\text{-, R}^{6}\text{NC(=O) (C}_{0}\text{-C}_{4} \text{ alkyl})\text{-, R}^{6}\text{NC(=O) (C}_{0}\text{-C}_{4} \text{ alkyl})\text{-, R}^{6}\text{OC(C}_{1}\text{-C}_{4} \text{ alkoxy})\text{-, R}^{6}\text{OOC(C}_{0}\text{-C}_{4} \text{ alkyl})\text{-, R}^{6}\text{C(=O)(C}_{0}\text{-C}_{4} \text{ alkyl})\text{-, R}^{6}\text{C(=O)(C}_{0}\text{-C}_{4} \text{ alkyl})\text{-, R}^{6}\text{OC(=NCN)NR}^{7}(C_{0}\text{-C}_{4} \text{ alkyl})\text{-, R}^{6}\text{OC(=NCN)NR}^{7}(C_{0}\text{-C}_{4} \text{ alkyl})\text{-, R}^{6}\text{OC(=NCN)NR}^{7}(C_{0}\text{-C}_{4} \text{ alkyl})\text{-, R}^{6}\text{OC(C}_{1}\text{-C}_{1} \text{ alkyl})\text{-, R}^{6}\text{OC(=NCN)NR}^{7}(C_{0}\text{-C}_{4} \text{ alkyl})\text{-, R}^{6}\text{OC(C}_{1}\text{-C}_{1} \text{ alkyl})\text{-, R}^{6}\text{OC(C}_{1}\text{-C}_{2} \text{ alkyl})\text{-, R}^{6}\text{OC(C}_{1}\text{-C}_{$ 

alkyl)-,  $R^6R^7N(C_1-C_4)$  CO-,  $R^6R^7N(C_2-C_6$  alkyl)O-,  $R^6CO(CR^{10}R^{11})_{0-2}$   $R^7N(O_2)S(C_0-C_4$  alkyl),  $R^6(O_2)S$   $R^7$  NC(=O) ( $C_0-C_4$  alkyl)-,  $R^6S(C_0-C_4$  alkyl)-,  $R^6S(=O)$  ( $C_0-C_4$  alkyl)-,  $R^6SO_2(C_0-C_4$  alkyl)-,  $SO_2NR^6R^7$ ,  $SiMe_3$ ,  $R^6R^7N(C_2-C_4$  alkyl)-,  $R^6R^7N(C_2-C_4$  alkoxy)-,  $HSO_3$ , HONH-,  $R^6ONH$ -,  $R^8R^7NNR^6$ -,  $HO(COR^6)N$ -,  $HO(R^6O_2C)N$ ,  $C_2-C_6$  alkenyl,  $C_3-C_{10}$  cycloalkyl,  $C_3-C_{10}$  cycloalkylmethyl,  $R^6N^6$ -,  $R^6$ 

wherein said aryl groups are substituted with 0-2 substituents independently selected from C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, F, Cl, Br, CF<sub>3</sub>, and NO<sub>2</sub>;

 $R^{15}$  is selected from H, halo, cyano,  $C_1$ - $C_8$  alkyl,  $C_3$ - $C_6$  alkenyl, and  $C_3$ - $C_{10}$  cycloalkyl( $C_0$ - $C_4$  alkyl)-, aryl( $C_0$ - $C_4$  alkyl)-, and heterocyclic( $C_0$ - $C_4$  alkyl)-,

wherein said aryl or heterocyclic groups are substituted with 0-2 substituents independently selected from R<sup>14</sup>; and

 $R^{16}$  is selected from H, halo, cyano,  $C_1$ - $C_8$  alkyl,  $C_3$ - $C_6$  alkenyl,  $C_3$ - $C_{10}$  cycloalkyl( $C_0$ - $C_4$  alkyl)-, aryl( $C_0$ - $C_4$  alkyl)-, and heterocyclic( $C_0$ - $C_4$  alkyl)-,

wherein said aryl or heterocyclic groups are substituted with 0-2 substituents independently selected from R<sup>14</sup>;

or when R<sup>15</sup> and R<sup>16</sup> are on adjacent carbon atoms, or when R<sup>15</sup> and R<sup>16</sup> are oriented on the same side of the double bond, as depicted in the following structure (III)

 $R^{15}$  and  $R^{16}$  do or do not form, with the carbon atoms to which they are attached, a 3-7 membered carbocyclic aromatic or nonaromatic ring system, or a 3-7 membered heterocyclic aromatic or nonaromatic ring system, said carbocyclic or heterocyclic ring is unsubstituted or substituted with 0-2 substituents independently selected from  $C_1$ - $C_4$  alkyl,  $C_1$ - $C_4$  alkoxy, F, Cl, Br, CF<sub>3</sub>, and NO<sub>2</sub>;

 $R^{17}$  is selected from H,  $C_1$ - $C_8$  alkyl,  $C_3$ - $C_6$  alkenyl,  $C_3$ - $C_{10}$  cycloalkyl( $C_0$ - $C_4$  alkyl)-,  $C_1$ - $C_6$  alkylcarbonyl,  $C_1$ - $C_6$  alkylsulfonyl,  $C_3$ - $C_7$  cycloalkyl( $C_0$ - $C_5$  alkyl)carbonyl,  $C_1$ - $C_6$  alkoxycarbonyl,  $C_3$ - $C_7$  cycloalkyl( $C_0$ - $C_5$  alkoxy)carbonyl, hydroxy( $C_2$ - $C_4$ )alkyl-,  $C_1$ - $C_3$  alkoxy( $C_2$ - $C_4$ )alkyl-, ( $C_0$ - $C_4$  alkyl) ( $C_0$ - $C_4$  alkyl) amino( $C_2$ - $C_4$ )alkyl-, aryl( $C_0$ - $C_4$  alkyl)-, aryl( $C_1$ - $C_5$  alkoxy)carbonyl,

arylsulfonyl, heterocyclic( $C_0$ - $C_4$  alkyl), heterocyclic( $C_1$ - $C_5$  alkoxy)carbonyl, and heterocyclicsulfonyl,

wherein said aryl or heterocyclic groups are substituted with 0-2 substituents independently selected from  $C_1$ - $C_4$  alkyl,  $C_1$ - $C_4$  alkoxy,  $C_1$ - $C_4$  alkoxy,  $C_1$ - $C_4$  alkyl, oxo, F, Cl, Br, CF<sub>3</sub>, CN, and NO<sub>2</sub>; and

 $R^{18}$  is selected from H,  $C_1$ - $C_8$  alkyl,  $C_3$ - $C_6$  alkenyl,  $C_3$ - $C_{10}$  cycloalkyl( $C_0$ - $C_4$  alkyl)-, aryl( $C_0$ - $C_4$  alkyl)-, and heterocyclic( $C_0$ - $C_4$  alkyl),

wherein said aryl or heterocyclic groups are substituted with 0-2 substituents independently selected from C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, F, Cl, Br, CF<sub>3</sub>, CN, and NO<sub>2</sub>;

or R<sup>17</sup> and R<sup>18</sup>, when both are on the same nitrogen atom, may form, with the nitrogen atom to which they are attached, a heterocycle selected from 1-aziridinyl, 1-azetidinyl, 1-piperidinyl, 1-morpholinyl, 1-pyrrolidinyl, thiamorpholinyl, thiazolidinyl, and 1-piperazinyl,

said heterocycle may be substituted with 0-3 groups selected from oxo,  $C_1$ - $C_6$  alkyl,  $C_3$ - $C_7$  cycloalkyl( $C_0$ - $C_4$  alkyl)-,  $C_1$ - $C_6$  alkylcarbonyl, ( $C_1$ - $C_6$  alkylcarbonyl)( $C_0$ - $C_4$  alkyl)amino-,  $C_3$ - $C_7$  cycloalkyl( $C_0$ - $C_5$  alkyl)carbonyl,  $C_1$ - $C_6$  alkoxycarbonyl,  $C_3$ - $C_7$  cycloalkyl( $C_0$ - $C_5$  alkoxy)carbonyl, aryl( $C_0$ - $C_5$  alkyl), heterocyclic( $C_0$ - $C_5$  alkyl), aryl( $C_1$ - $C_5$  alkoxy)carbonyl, heterocyclic( $C_1$ - $C_5$  alkoxy)carbonyl,  $C_1$ - $C_6$  alkylsulfonyl arylsulfonyl and heterocyclicsulfonyl,

wherein said aryl or heterocyclic groups are substituted with 0-2 substituents independently selected from CH<sub>3</sub>-, alkoxy, F, Cl, Br, CF<sub>3</sub>, CN, and NO<sub>2</sub>.

24. (Previously presented). A compound or pharmaceutically acceptable salt thereof of Claim 23 having the formula,

$$R^{5} \xrightarrow{N \atop O} R^{2}$$

$$R^{7} \atop N \atop N \atop N \atop N} \times L \times NR^{12}R^{13}$$

wherein

R<sup>1</sup> and R<sup>2</sup> are each independently selected from the group consisting of H, F, Cl, Br, I, NO<sub>2</sub>, CF<sub>3</sub>, CN, OCF<sub>3</sub>, OH, C<sub>1</sub>-C<sub>4</sub>alkoxy-, and C<sub>1</sub>-C<sub>4</sub>alkyl-;

R<sup>5</sup> is selected from the group consisting of H, F, Cl, Br, I, NO<sub>2</sub>, CN, CF<sub>3</sub>, OCF<sub>3</sub>, OH, C<sub>1</sub>-C<sub>4</sub>alkoxy, and CO<sub>2</sub>H; and

 $R^7$  is selected from hydrogen and  $C_1$ - $C_8$  alkyl.

25. (Previously presented). The compound or a pharmaceutically acceptable salt thereof of Claim 24 wherein

 $R^5$  is H;

R<sup>1</sup> is selected from the group consisting of OCF<sub>3</sub> and C<sub>1</sub>-C<sub>4</sub>alkoxy;

R<sup>2</sup> is H; and

R<sup>13</sup> is hydrogen.

26. (Previously presented). The compound or a pharmaceutically acceptable salt thereof of Claim 25 wherein:

K is C(=O); and

L is C(=O).

27. (Previously presented). The compound or a pharmaceutically acceptable salt thereof of Claim 26 having the formula,

wherein  $R^{12}$  is  $-CZ^1Z^2Z^3$ .

28. (Previously presented). The compound or a pharmaceutically acceptable salt thereof of Claim 27 wherein:

R<sup>7</sup> is hydrogen; and

R<sup>1</sup> is methoxy.

29. (Previously presented). The compound or a pharmaceutically acceptable salt thereof of Claim 28 wherein  $Z^1$  and  $Z^2$  are independently selected from  $C_1$ - $C_8$  alkyl.

30. (Previously presented). The compound or a pharmaceutically acceptable salt thereof of Claim 25 wherein:

31. (Previously presented). A compound or a pharmaceutically acceptable salt thereof of Claim 25 wherein:

K is CHR<sup>9</sup> and L is C(=O).

32. (Previously presented). A compound or a pharmaceutically acceptable salt thereof of Claim 25 wherein:

- 33. (Previously presented). A compound or pharmaceutically acceptable salt thereof, wherein said compound is selected from:
- N-[3-Methoxy-4-(5-oxazolyl)phenyl]-N'-(phenylmethyl)ethanediamide;
- N-[1,1-Bis(hydroxymethyl)propyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl] ethanediamide;
- N-(2-Hydroxy-1,1-dimethylethyl)-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;
- N-[[[3-Methoxy-4-(5-oxazolyl)phenyl]amino]oxoacetyl]-2-methylalanine 1,1-dimethylethyl ester;
- N-(2-Hydroxy-1,1-dimethylpentyl)-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;
- N-[2-[(2-Hydroxy-1,1-dimethylethyl)amino]-1,1-dimethylethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;
- N-[2-(Dimethylamino)-1,1-dimethylethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;
- N-(1,1-Diethyl-2-propynyl)-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;
- N-[1-(Hydroxymethyl)cyclopentyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;
- N-[2-(4-Fluorophenyl)-1,1-dimethylethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;
- $N-[[[3-Methoxy-4-(5-oxazolyl)phenyl]amino]oxoacetyl]-\alpha-methyltyrosine methyl ester;\\$
- N-[[[3-Methoxy-4-(5-oxazolyl)phenyl]amino]oxoacetyl]-a-methyltryptophan methyl ester;

- N-[1,1-Bis(hydroxymethyl)ethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]-N-methylethanediamide;
- N-(1,1-Dimethyl-3-oxobutyl)-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;
- N-[3-Methoxy-4-(5-oxazolyl)phenyl]-N'-(1-methyl-1-phenylethyl)ethanediamide;
- N-(2-Hydroxy-1,2-dimethyl-1-phenylpropyl)-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;
- N-[[[3-Methoxy-4-(5-oxazolyl)phenyl]amino]oxoacetyl]-2-methylalanine methyl ester;
- -[[[[3-Methoxy-4-(5-oxazolyl)phenyl]amino]oxoacetyl]amino]cyclopropanecarboxylic acid methyl ester;
- N-(1-Ethynylcyclohexyl)-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;
- (R)-N-[1-(Hydroxymethyl)-1-methylpropyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]-N-methylethanediamide;
- N-[[[3-Methoxy-4-(5-oxazolyl)phenyl]amino]oxoacetyl]-2-methylalanine;
- N-[1,1-Dimethyl-2-oxo-2-(1-piperidinyl)ethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;
- N-[1,1-Dimethyl-2-(4-methyl-1-piperazinyl)-2-oxoethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;
- N-[1,1-Dimethyl-2-(4-morpholinyl)-2-oxoethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;
- 4-[2-[[[[3-Methoxy-4-(5-oxazolyl)phenyl]amino]oxoacetyl]amino]-2-methyl-1-oxopropyl]-1-piperazinecarboxylic acid ethyl ester;
- N-[2-[3-(Acetylmethylamino)-1-pyrrolidinyl]-1,1-dimethyl-2-oxoethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;
- N-[1,1-Dimethyl-2-[methyl[2-(methylamino)ethyl]amino]-2-oxoethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;
- N-[1,1-Dimethyl-2-oxo-2-(propylamino)ethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;
- N-[1,1-Dimethyl-2-[[2-(methylamino)ethyl]amino]-2-oxoethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;
- N-[1,1-Dimethyl-2-[[2-(4-morpholinyl)ethyl]amino]-2-oxoethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;
- N-[1,1-Dimethyl-2-oxo-2-[[3-(2-oxo-1-pyrrolidinyl)propyl]amino]ethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;

- N-[2-[[2-(1H-Imidazol-4-yl)ethyl]amino]-1,1-dimethyl-2-oxoethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;
- N-[2-[[2-(Acetylamino)ethyl]amino]-1,1-dimethyl-2-oxoethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;
- N-[2-[[2-(1H-Imidazol-1-yl)ethyl]amino]-1,1-dimethyl-2-oxoethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;
- N-[1,1-Dimethyl-2-oxo-2-[[2-(4-pyridinyl)ethyl]amino]ethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;
- N-[1,1-Dimethyl-2-oxo-2-[[(tetrahydro-2-furanyl)methyl]amino]ethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;
- N-[2-[(2-Methoxyethyl)amino]-1,1-dimethyl-2-oxoethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;
- N-[2-(Dimethylamino)-1,1-dimethyl-2-oxoethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;
- N-[2-[4-(2-Methoxyethyl)-1-piperazinyl]-1,1-dimethyl-2-oxoethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide; and
- N-[1,1-Dimethyl-2-oxo-2-(2-pyridinylamino)ethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide.
- 34. (Previously presented). A pharmaceutical composition comprising a pharmaceutically acceptable carrier, adjuvant or vehicle and at least one compound of claim 23, or a pharmaceutically acceptable salt thereof, in an amount effective therefor.
- 35. (Withdrawn). A method for the treatment of an IMPDH-associated disorder, comprising the step of administering to a subject in need thereof an amount effective therefor of at least one compound of claim 23 or a pharmaceutically acceptable salt thereof.
- 36. (Withdrawn). The method of claim 35, wherein said IMPDH-associated disorder is selected from an autoimmune disorder, an inflammatory disorder, a cancer or tumor disorder, a DNA or RNA viral replication disease, and allograft rejection.

- 37. (Withdrawn). The method of claim 36, wherein said IMPDH-associated disorder is selected from transplant rejection, rheumatoid arthritis, inflammatory bowel disease, hepatitis B, hepatitis C, herpes simplex type I, and herpes simplex type II.
- 38. (Withdrawn). The method of claim 37, wherein said compound of claim 23, or a pharmaceutically acceptable salt thereof, is administered with one or more of: an immunosuppressant, an anti-cancer agent, an anti-viral agent, an anti-inflammatory agent, an anti-fungal agent, an anti-vascular hyperproliferation compound, or an IMPDH inhibitor other than a compound of claim 23 or a pharmaceutically acceptable salt thereof.
- 39. (Withdrawn). The method of claim 38 wherein said compound of claim 23 or a pharmaceutically acceptable salt thereof, is administered with one or more of: another IMPDH inhibitor; a cyclosporin; CTLA4-Ig; an antibody selected from anti-ICAM-3, anti-IL-2 receptor (Anti-Tac), anti-CD45RB, anti-CD2, anti-CD3 (OKT-3), anti-CD4, anti-CD80, anti-CD86, and monoclonal antibody OKT3; an agent blocking the interaction between CD40 and CD154; a fusion protein constructed from CD40 and/or CD154/gp39; an inhibitor of NF-kappa B function; a non-steroidal antiinflammatory drug (NSAID); a gold compound; an antiviral agent; an antiproliferative; a cytotoxic drug; an TNF-α inhibitor; an anti-TNF antibody; a soluble TNF receptor; and rapamycin (sirolimus or Rapamune); or derivatives thereof.